



## HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE CHARTER

December 4, 2020

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### I. PURPOSE

The primary objective of the Health, Safety, Environment and Sustainability Committee (the "**Committee**") of Lithium Americas Corp. ("**LAC**") is to review and monitor:

- A. The environmental policies and activities of LAC on behalf of the board of directors of LAC (the "**Board**") and LAC's management ("**Management**").
- B. The policies and activities of LAC as they relate to the health and safety of employees of LAC in the workplace.
- C. The social engagement and social responsibility policies and activities of LAC as they relate to LAC's interaction with community, government, and other shareholders.
- D. The policies and activities of LAC as they relate to sustainable development and business practices, including environmental, health and safety, social engagement and social responsibility and related matters in the conduct of LAC's activities ("**sustainability matters**").

### II. COMPOSITION

- A. The Committee will be composed of three or more directors, all of whom are independent directors of LAC.
- B. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, will appoint a Chair and the other members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- C. The Secretary of the Committee shall be elected by its members.
- D. A member shall cease to be a member of the Committee upon ceasing to be a director of LAC.

### **III. COMMITTEE RESPONSIBILITIES**

The duties and responsibilities of the Committee shall be to recommend actions for developing policies, programs and procedures to ensure that the principles set out in this charter for the Committee are adhered to. In addition, and in matters related to environment, health, safety, sustainability and community engagement, the Committee shall make recommendations to the Nomination, Governance, Compensation and Leadership Development Committee to ensure that the Code of Business Conduct and Ethics is being adhered to and achieved and that best practises are applied.

In order to fulfill the mandate of the Committee, the Committee shall:

#### **A. Environment**

- (i) Review and monitor the environmental policies and activities of LAC on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to environmental matters and that established practices are applied and recommend amendments to such policies as may be warranted to be consistent with national and international environmental trends or other developments in the mining industry.
- (ii) Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- (iii) Review LAC's performance with respect to environmental matters, including, without limitation, whether LAC's environmental policies are being implemented and adhered to and their objectives achieved.
- (iv) Monitor and report on Management's procedures regarding the enforcement of environmental policies including, among other things, appropriate oversight, reporting, community interaction, dealing with permit issues, and emergency response plans.
- (v) Review environmental compliance issues and incidents to determine, on behalf of the Board, that LAC (and in particular, Management) is taking appropriate action in respect of those matters and that LAC has been duly diligent in carrying out its responsibilities and activities in that regard.
- (vi) Report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of LAC for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of LAC.

#### **B. Health and Safety**

- (i) Review and monitor the health and safety policies and activities of LAC on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to LAC's employees in the workplace and that established practices are applied.

- (ii) Recommend actions for developing policies, programs and procedures to ensure that the principles set out in LAC's policies related to the health and safety of its employees in the workplace are being adhered to and achieved.
- (iii) Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- (iv) Review LAC's performance with respect to health and safety matters, including, without limitation, whether LAC's health and safety policies are being implemented and adhered to and their objectives achieved.
- (v) Monitor and report on Management's procedures regarding enforcement of health and safety policies including, among other things, appropriate oversight, reporting and emergency response plans.
- (vi) Review health and safety issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.
- (vii) Report regularly and on a timely basis to the Board on matters coming before the Committee relating to health and safety policies and activities of LAC for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of LAC.

**C. Community Engagement**

- (i) Recommend actions for developing policies, programs and procedures to create positive opportunities by establishing mutually beneficial relationships with LAC's local communities.
- (ii) Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- (iii) Review LAC's performance with respect to social engagement matters, including, without limitation, whether LAC's social engagement policies are being implemented and adhered to and their objectives achieved.
- (iv) Address emerging concerns as well as community perceptions, areas of sensitivity, local traditions and receive valuable feedback.
- (v) Monitor and report on Management's procedures regarding enforcement of community engagement policies including, among other things, appropriate oversight and reporting.
- (vi) Review community engagement issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.

- (vii) Report regularly and on a timely basis to the Board on matters coming before the Committee relating to community engagement policies and activities of LAC for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of LAC.

**D. Sustainability**

- (i) Recommend, review and monitor the sustainability policies and activities of LAC on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to sustainability matters and that established practices are applied.
- (ii) Review LAC's performance with respect to sustainability matters, including, without limitation, whether LAC's sustainability policies are being implemented and adhered to and their objectives achieved.
- (iii) Review and monitor LAC's compliance with applicable laws, legislation and policies as they relate to sustainability matters.
- (iv) Review and monitor significant developments in relevant policies, regulations and trends with respect to sustainability matters in all jurisdictions in which LAC operates.
- (v) Review public reporting by or involving LAC regarding sustainability matters.
- (vi) Review and report to the Board with respect to managing the risks, challenges and opportunities associated with sustainability matters, and on the sufficiency of resources available for carrying out the actions and activities recommended.
- (vii) Monitor and report on Management's procedures regarding enforcement of sustainability policies including, among other things, appropriate oversight, reporting and emergency response plans.
- (viii) Review sustainability issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.
- (ix) Report regularly and on a timely basis to the Board on matters coming before the Committee relating to sustainability policies and activities of LAC for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of LAC.

**E. Other**

- (i) Perform any other activities consistent with this charter, LAC's articles and by-laws and governing law as the Committee or the Board deems necessary or appropriate.
- (ii) Annually conduct a self-assessment of the performance of the Committee and the members thereof and report its findings to the Board. This review shall seek to identify specific areas, if any, in need of improvement or strengthening.
- (iii) Review Management's reports, in conjunction with LAC's counsel, with respect to existing and proposed legislation, regulations and government policies in each of the jurisdictions in which LAC has operations and assess the legal consequences thereof for LAC and the directors and officers of LAC and make appropriate recommendations to the Board with respect to such legislation, regulations or policies.
- (iv) Oversee Management's reporting and disclosure with respect to environment, health, safety, and community engagement matters made in compliance with securities laws.
- (v) Report at regularly scheduled Board Meetings on matters coming before the Committee.

**IV. AUTHORITY AND RESOURCES**

- A. The Committee has the authority to engage independent counsel, consultants and other advisors as it deems necessary or advisable to carry out its duties and responsibilities and the Committee will set the compensation for such advisors.
- B. In connection with their service on the Committee, the members shall be entitled to such remuneration, payment or reimbursement of such incidental expenses and indemnification, on such terms as the Board may so determine from time to time.
- C. LAC shall provide the Committee with such resources, personnel and authority as the Committee may require in order to properly carry out and discharge its roles and responsibilities hereunder.
- D. The Committee and its members shall have access to such documents or records of LAC and to such officers, employees or advisors of LAC or require their attendance at any meeting of the Committee, all as the Committee or the members thereof may consider necessary in order to fulfill and discharge their responsibilities hereunder.
- E. The Committee shall review and assess the adequacy of this charter on a regular basis and consider whether this charter appropriately addresses the matters that are or should be within its scope and, where appropriate, make recommendations to the Board for the alteration, modification or amendment hereof.

- F. This charter may, at any time, and from time to time, be altered, modified or amended in such manner as may be approved by the Board.

**V. MEETINGS**

- A. The Committee shall meet as often as it considers necessary and, subject to the terms hereof and applicable law, otherwise establish its procedures and govern itself as the members of the Committee may see fit in order to carry out and fulfill its duties and responsibilities hereunder.
- B. The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- C. Meetings of the Committee may be called by the Chair of the Committee, or any other member of the Committee. Not less than 48 hours advance notice of any meeting shall be given orally or in writing personally delivered or by facsimile or electronic mail together with an agenda to each member of the Committee unless all members of the Committee are present at any meeting and agree to waive notice and any absent member of the Committee has waived notice or otherwise consented to the holding of such meetings in writing.
- D. A majority of members of the Committee will constitute a quorum (provided that a quorum shall not be less than 2 members). Decisions of the Committee will be by an affirmative vote of the majority of those members of the Committee voting at a meeting. In the event of an equality of votes, the Chair will not have a casting or deciding vote. The Committee may also act by resolution in writing signed by all the members of the Committee.
- E. The Committee shall keep or cause to be kept minutes or other records of its meetings and proceedings and provide such records to LAC as the Committee may so determine. The approved minutes of the Committee shall be circulated to the Board as soon as practicable.
- F. Any member of the Committee may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating in the meeting can adequately communicate with each other, and a member participating in a meeting pursuant to this section shall be deemed for purposes of the *Business Corporations Act* (British Columbia) to be present in person at the meeting.
- G. The Committee may invite Management, directors, employees or other persons as it sees fit from time to time to attend its meetings and assist thereat provided, however, that only members of the Committee may participate in the deliberation, and vote on any matter to be decided by the Committee.
- H. All meetings shall include an in-camera session of independent directors without management present (unless the members of the Committee present determine that such a session is not required).

## **VI. RESPONSIBILITIES AND DUTIES OF THE CHAIR**

The Chair of the Committee shall have the following responsibilities and duties.

- (i) Chair meetings of the Committee.
- (ii) In consultation with the Board Chair and the Corporate Secretary, determine the frequency, dates, guests and locations of meetings of the Committee.
- (iii) In consultation with LAC's Chief Executive Officer, Chief Financial Officer, Corporate Secretary and others as required, review the annual work plan and the meeting agendas to ensure all required business is brought before the Committee.
- (iv) In consultation with the Board Chair, ensure that all items requiring the Committee's approval are appropriately tabled.
- (v) Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee.
- (vi) Carry out any other or special assignments or any functions as may be requested by the Board.

## **VII. APPROVAL**

Approved by the Committee effective December 4, 2020.